

RECORDATION NO. 25617 FILED

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JUN 08 '05

10-35 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 8, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease Agreement, dated as of September 24, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Tealinc, Ltd 1606 Rosebud Creek Road Forsyth, Montana 59327
Lessee:	New Jersey Transloading, LLC 65 Central Avenue Kearny, New Jersey 07032
Lessee:	Liberty Waste Services, LLC Dominion Tower 625 Liberty Avenue Pittsburgh, Pennsylvania 15222

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A description of the railroad equipment covered by the enclosed document is:

35 flat cars within the series NJRC 8806 - NJRC 9000 (formerly KCS 8806 - KCS 9000) as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Railcar Lease Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

JUN 08 '05

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MEMORANDUM OF RAILCAR LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of September 24, 2004 by and between Tealinc, Ltd ("Lessor") a Montana corporation and New Jersey Transloading, LLC a New Jersey limited liability company and Liberty Waste Services, LLC a Delaware limited liability company ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Master Railcar Service and Lease Agreement No. 020104) dated September 24, 2004 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. NJR001 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the 35 railcars that are 89' 70 ton flat cars bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.

3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR:**TEALINC, LTD**

By: [Signature]
Print Name: Darrell J. Luthien
Title: President

Address: 1606 Rosebud Creek Road
Forsyth, MT 59327
Facsimile: 406-347-5239

LESSEE:**NEW JERSEY TRANSLOADING, LLC.**

By: [Signature]
Print Name: Jeffrey D. Konarski
Title: COO

Address: 65 Central Avenue
Kearny, NJ 07032
Facsimile: 973-344-0022

LESSEE: LIBERTY WASTE SERVICES, LLC.

By: [Signature]
Print Name: Jeffrey D. Konarski
Title: COO
Date: _____

Address: Dominion Tower, Suite 3100
625 Liberty Avenue
Pittsburgh, PA 15222
Facsimile: 412-562-1700
Phone: 412-562-0248

Exhibit A
Description of Cars

Description of Cars:

89-foot, 70-ton nominal capacity container flat cars

Quantity:

thirty-five (35)

Reporting marks and identifying numbers:

Count	Former mark	Former identifying number	New mark	New identifying number
1	KCS	8806	NJRC	8806
2	KCS	8814	NJRC	8814
3	KCS	8821	NJRC	8821
4	KCS	8822	NJRC	8822
5	KCS	8833	NJRC	8833
6	KCS	8839	NJRC	8839
7	KCS	8842	NJRC	8842
8	KCS	8852	NJRC	8852
9	KCS	8858	NJRC	8858
10	KCS	8860	NJRC	8860
11	KCS	8869	NJRC	8869
12	KCS	8870	NJRC	8870
13	KCS	8871	NJRC	8871
14	KCS	8875	NJRC	8875
15	KCS	8889	NJRC	8889
16	KCS	8904	NJRC	8904
17	KCS	8906	NJRC	8906
18	KCS	8907	NJRC	8907
19	KCS	8922	NJRC	8922
20	KCS	8925	NJRC	8925
21	KCS	8942	NJRC	8942
22	KCS	8945	NJRC	8945
23	KCS	8955	NJRC	8955
24	KCS	8958	NJRC	8958
25	KCS	8968	NJRC	8968
26	KCS	8969	NJRC	8969
27	KCS	8977	NJRC	8977
28	KCS	8978	NJRC	8978
29	KCS	8982	NJRC	8982
30	KCS	8983	NJRC	8983
31	KCS	8987	NJRC	8987
32	KCS	8988	NJRC	8988
33	KCS	8997	NJRC	8997
34	KCS	8999	NJRC	8999
35	KCS	9000	NJRC	9000

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/8/05



Robert W. Alvord